

EXHIBIT 1

CERTIFICATE OF CORPORATE RESOLUTIONS

A copy of the executed Certificate of Corporate Resolutions is annexed hereto as

“Exhibit 1.”

**NOW, THEREFORE, BE IT RESOLVED**, that the Corporation, as the general partner of OZM, the managing member of OZ Africa: (a) acknowledges the filing of the one-count Information charging OZ Africa with violations of 18 U.S.C. § 371 and 15 U.S.C. § 78dd-1 and § 78dd-2 (the "OZ Africa Information"); and (b) agrees that OZ Africa shall knowingly waive indictment on such charge and approves OZ Africa's entry into the Plea Agreement with the Offices as substantially set forth in Annex A hereto with such changes as any Authorized Person of OZ Africa may determine to authorize on behalf of OZ Africa; and further

**RESOLVED**, that the Corporation, as the general partner of OZM, the managing member of OZ Africa, accepts the terms and conditions to apply to OZ Africa under the Plea Agreement, including, but not limited to: (a) a knowing waiver by OZ Africa for purposes of the Plea Agreement and any charges by the United States arising out of the conduct described in Exhibit 3 to the Plea Agreement of any objection with respect to venue in the United States District Court for the Eastern District of New York; and (b) a knowing waiver of any defenses based on the statute of limitations and venue for any prosecution relating to the conduct described in the OZ Africa Information and the Statement of Facts in Exhibit 3 to the Plea Agreement; and further

**RESOLVED**, that the Corporation, as the general partner of OZM, the managing member of OZ Africa, be and hereby is directed to execute the Plea Agreement on the terms set forth in, and substantially in the form of, Annex A hereto, with such changes as any Authorized Person may determine to authorize on behalf of OZ Africa, such determination to be conclusively evidenced by the execution of the Plea Agreement by an Authorized Person, and to authorize the Authorized Persons to act on behalf of OZ Africa in all matters relating to the Plea Agreement, including to waive indictment on behalf of OZ Africa, appear on behalf of OZ Africa in any proceedings relating to the Plea Agreement and the matters to which the Plea Agreement relates and take all other acts on behalf of OZ Africa as are specified in these resolutions or ancillary or related in any way to the foregoing.

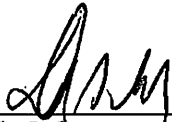
#### **AUTHORIZING RESOLUTIONS; RATIFICATION**

**NOW, THEREFORE BE IT RESOLVED**, that any specific resolutions that may be required to have been adopted by the Board in connection with the actions contemplated by the foregoing resolutions be, and they hereby are, adopted, and each of the Authorized Persons, be, and each of them individually hereby is, authorized in the name and on behalf of the Corporation to certify as to the adoption of any and all such resolutions; and further

**RESOLVED**, that the Authorized Persons be, and each of them individually hereby is, authorized and directed in the name and on behalf of the Corporation to execute and deliver any instrument, document or agreement or to take or cause to be taken any other action or actions, including the payment of any and all expenses and fees, that such Authorized Person may deem necessary, appropriate or desirable to carry out the intent and purposes of the foregoing resolutions, such approval to be conclusively evidenced by the taking of any such action or the execution and delivery of any such instrument by an Authorized Person; and further

**RESOLVED**, that any actions heretofore taken by any Authorized Person in connection with or otherwise in contemplation of the actions contemplated by any of the foregoing resolutions be, and they hereby are, adopted, approved, confirmed and ratified.

**IN WITNESS WHEREOF**, the undersigned, being the sole member of the Board, has caused this Unanimous Written Consent to be executed and adopted effective as of the date set forth above.

A handwritten signature in dark ink, appearing to read 'D. Och', is written over a horizontal line.

Daniel S. Och  
Director

CERTIFICATE OF COUNSEL

I am counsel for OZ Africa Management GP, LLC (the "Defendant") in the matter covered by the plea agreement between the Defendant and the United States of America, by and through the Department of Justice, Criminal Division, Fraud Section, and the United States Attorney's Office for the Eastern District of New York (the "Agreement"). In connection with such representation, I have examined relevant documents and have discussed the terms of the Agreement with the Board of Directors. Based on our review of the foregoing materials and discussions, I am of the opinion that the representative of the Defendant has been duly authorized to enter into the Agreement on behalf of the Defendant and that the Agreement has been duly and validly authorized, executed, and delivered on behalf of the Defendant and is a valid and binding obligation of the Defendant. Further, I have carefully reviewed the terms of the Agreement with the Board of Directors and the officers of the Defendant. I have fully advised them of the rights of the Defendant, of possible defenses, of the Sentencing Guidelines' provisions and of the consequences of entering into the Agreement. To my knowledge, the decision of the Defendant to enter into the Agreement, based on the authorization of the Board of Directors, is an informed and voluntary one.

Date: 9/29/16

By: 

Mark K. Schonfeld, Esq.  
Joel M. Cohen, Esq.  
Lee G. Dunst, Esq.  
F. Joseph Warin, Esq.  
Gibson Dunn & Crutcher LLP  
Counsel for OZ Africa Management GP, LLC